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9 Proposed Attorneys for Chapter 11 Debtor and Debtor in Possession

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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:) Case No. 15-31480
)
MAGNOLIA BREWING COMPANY,) Chapter 11 Case
LLC,)
) **NOTICE OF APPLICATION OF**
also doing business as McLean Breweries,) **DEBTOR AND DEBTOR IN**
) **POSSESSION TO EMPLOY LEVENE,**
Debtor and Debtor in Possession) **NEALE, BENDER, YOO & BRILL**
) **L.L.P. AS BANKRUPTCY COUNSEL**
)
)
) [No Hearing Required Under Bankruptcy Local
) Rule 9014-1(b)(3)]
)
)

PLEASE TAKE NOTICE that Magnolia Brewing Company, LLC (also doing business as McLean Breweries), chapter 11 debtor and debtor in possession in the above-captioned, chapter 11 bankruptcy case (the “Debtor”), has filed an application (the “Application”) for Court approval of its employment of Levene, Neale, Bender, Yoo & Brill L.L.P. (“LNBYB”) as bankruptcy counsel, effective as of November 30, 2015 (which was the date of the Debtor’s chapter 11 bankruptcy filing), upon the terms and conditions described in the Application.

As a Debtor in a chapter 11 bankruptcy case, the Debtor requires the services of

1 bankruptcy counsel. The Debtor has decided that LNBYB is the ideal bankruptcy counsel to
2 represent the Debtor taking into account firm size, experience, skill level and cost. In that
3 regard, the Debtor seeks to employ LNBYB as its bankruptcy counsel, at the expense of the
4 Debtor's bankruptcy estate, and to have the Debtor's employment of LNBYB be deemed
5 effective as of November 30, 2015 (the "Petition Date").
6

7 The Debtor seeks to employ LNBYB as its bankruptcy counsel pursuant to 11 U.S.C. §
8 327(a) with compensation pursuant to 11 U.S.C. §§ 330 and 331 to render, among others, the
9 following types of professional services:

10 a. advising the Debtor with regard to the requirements of the Bankruptcy
11 Court, Bankruptcy Code, Bankruptcy Rules and the Office of the United States Trustee as they
12 pertain to the Debtor;
13

14 b. advising the Debtor with regard to certain rights and remedies of the
15 Debtor's bankruptcy estate and the rights, claims and interests of creditors;

16 c. representing the Debtor in any proceeding or hearing in the Bankruptcy
17 Court involving the Debtor's bankruptcy estate unless the Debtor is represented in such
18 proceeding or hearing by other special counsel;

19 d. conducting examinations of witnesses, claimants or adverse parties and
20 representing the Debtor in any adversary proceeding except to the extent that any such adversary
21 proceeding is in an area outside of LNBYB's expertise or which is beyond LNBYB's staffing
22 capabilities;
23

24 e. preparing and assisting the Debtor in the preparation of reports,
25 applications, pleadings and orders including, but not limited to, applications to employ
26 professionals, interim statements and operating reports, initial filing requirements, schedules and
27 statement of financial affairs, lease pleadings, cash collateral pleadings, financing pleadings, and
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1 pleadings with respect to the Debtor's use, sale or lease of property outside the ordinary course of
2 business;

3 f. representing the Debtor with regard to obtaining use of debtor in possession
4 financing and/or cash collateral including, but not limited to, negotiating and seeking Bankruptcy
5 Court approval of any debtor in possession financing and/or cash collateral pleading or stipulation
6 and preparing any pleadings relating to obtaining use of debtor in possession financing and/or
7 cash collateral;
8

9 g. assisting the Debtor in its asset sale process;

10 h. assisting the Debtor in the negotiation, formulation, preparation and
11 confirmation of a plan of reorganization and the preparation and approval of a disclosure
12 statement in respect of the plan; and
13

14 i. performing any other services which may be appropriate in LNBYB's
15 representation of the Debtor during the Debtor's bankruptcy case.

16 LNBYB is comprised of attorneys who specialize in and limit their practice to matters of
17 bankruptcy, insolvency, reorganization and commercial litigation and is well qualified to
18 represent the Debtor. LNBYB will bill its time for its representation of the Debtor on an hourly
19 basis in accordance with LNBYB's standard hourly billing rates, which range from \$225 to \$595.
20 The Debtor expects that Ron Bender, Esq. and John-Patrick M. Fritz, Esq., whose hourly rates are
21 \$595 and \$490, respectively, will be the attorneys at LNBYB primarily responsible for rendering
22 services in the Debtor's case. LNBYB will seek reimbursement of all of its expenses in
23 accordance with the rates set forth in the guidelines promulgated by the Office of the United
24 States Trustee.
25

26 During the one-year period prior to the Petition Date, the Debtor paid the total sum of Ten
27 Thousand Dollars (\$10,000.00) to LNBYB for legal services in contemplation of and in
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1 connection with the Debtor's chapter 11 case (the "Retainer"), which Retainer is inclusive of the
2 \$1,717.00 chapter 11 bankruptcy filing fee for the Debtor. LNBYB was advised by the Debtor
3 that the source of payment of the Retainer was from the Debtor's funds. LNBYB has not been
4 paid any other money by the Debtor at any other time.

5
6 Because of the limited amount of funds the Debtor had available to it to pay LNBYB a
7 larger Retainer, to assist the Debtor to budget its legal fees in this case, the Debtor proposes to
8 pay to LNBYB a monthly retainer payment of \$5,000, which LNBYB will maintain in a
9 segregated trust account pending further Court order authorizing the payment of such funds to
10 LNBYB after notice and a hearing. Regardless of the size of the pre-bankruptcy Retainer and any
11 post-petition payments paid to LNBYB by the Debtor, LNBYB will seek Court authority to be
12 paid from the Debtor's estate for any and all post-petition fees incurred and expenses advanced by
13 LNBYB in excess of the pre-bankruptcy Retainer. LNBYB recognizes that the payment of any
14 such additional fees and expenses will be subject to further Court order after notice and a hearing.
15

16 As a matter of disclosure only, Todd A. Frealy, a partner of LNBYB, is a panel trustee for
17 the Central District of California (Riverside Division), and Timothy J. Yoo and Edward M.
18 Wolkowitz, partners of LNBYB, are panel trustees for the Central District of California (Los
19 Angeles Division). The Debtor does not anticipate that any of these three gentlemen will provide
20 any services to the Debtor.
21

22 **PLEASE TAKE FURTHER NOTICE** that the bases in support of the Application are the
23 Application, the declaration of Ron Bender, Esq. in support of the Application, and this Notice.
24 Any party wishing to receive a copy of the Application and supporting papers may do so by making
25 written request to LNBYB, whose contact information appears in the top left corner of the first page
26 of this Notice.
27
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1 **PLEASE TAKE FURTHER NOTICE** that, pursuant to Bankruptcy Local Rule 9014-
2 1(b)(3), any objection to the requested relief or a request for hearing on the matter must be filed and
3 served upon the initiating party within 21 days of mailing the notice. Any objection or request for a
4 hearing must be accompanied by any declarations or memoranda of law any requesting party wishes
5 to present in support of its position. If there is no timely objection to the requested relief or a
6 request for hearing, the court may enter an order granting the relief by default.
7

8 In the event of a timely objection or request for hearing, (either): (i) the initiating party will
9 give at least seven (7) days written notice of the hearing to the objecting or requesting party, and to
10 any trustee or committee appointed in the case; or (ii) the tentative hearing will be January 15, 2016,
11 at 10:00 a.m. in Courtroom 17 on the 16th Floor of the Bankruptcy Courthouse located at 450
12 Golden Gate Ave., San Francisco, California 94102.
13

14 Dated: December 4, 2015

MAGNOLIA BREWING COMPANY, LLC

15 By: /s/ John-Patrick M. Fritz

16 RON BENDER

JOHN-PATRICK M. FRITZ

17 LEVENE, NEALE, BENDER, YOO

& BRILL L.L.P.

18 Proposed Attorneys for Chapter 11 Debtor
19 and Debtor in Possession
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PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

10250 Constellation Blvd., Suite 1700, Los Angeles, CA 90067

A true and correct copy of the foregoing document entitled (*specify*): **NOTICE OF APPLICATION OF DEBTOR AND DEBTOR IN POSSESSION TO EMPLOY LEVENE, NEALE, BENDER, YOO & BRILL L.L.P. AS BANKRUPTCY COUNSEL** will be served or was served (**a**) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (**b**) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On December 4, 2015, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☒ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On December 4, 2015, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☒ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL

(state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on December 4, 2015, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Via Overnight Mail to:
The Honorable Dennis Montali
United States Bankruptcy Court – San Francisco Division
235 Pine Street, 19th Floor
San Francisco, CA 94104

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

December 4, 2015	Jason Klassi	/s/ Jason Klassi
<i>Date</i>	<i>Printed Name</i>	<i>Signature</i>

15-31480 Notice will be electronically mailed to:

Ron Bender on behalf of Debtor Magnolia Brewing Company, LLC
rb@lnbyb.com

David J. Cook on behalf of Creditor Birite Restaurant Supply, Inc.
cook@squeezebloodfromturnip.com

John-Patrick M. Fritz on behalf of Debtor Magnolia Brewing Company, LLC
JPF@LNBYB.com

Lynette C. Kelly on behalf of U.S. Trustee Office of the U.S. Trustee / SF
lynette.c.kelly@usdoj.gov, ustpreion17.oa.ecf@usdoj.gov

Office of the U.S. Trustee / SF
USTPRegion17.SF.ECF@usdoj.gov, ltroxas@hotmail.com

Magnolia Brewing Company
MML - updated to match
Court MML as of 12-4-2015

ACH CAPITAL LLC
AS AGENT FOR CAP CALL LLC
11 BROADWAY, SUITE 814
New York, NY 10004

Achadinha Cheese
750 Chileno Valley Road
Petaluma, CA 94952

Acme Bread
2730 9th St
Berkeley, CA 94710

Airgas
PO BOX 602792
Charlotte, NC 28260-2792

Alec Moss
819 Burns Court
Pacifica, CA 94044

Alfa Laval, Inc.
PO BOX 123227
Dallas, TX 75312-3227

Amato Architecture
1396 Park Avenue
Emeryville, CA 94608

American Industrial Center
South, LLC
2345 Third Street
San Francisco, CA 94107

Amex
Box 0001
Los Angeles, CA 90096

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35 Dearborn St.
San Francisco, CA 94110

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San Francisco, CA 94109

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San Francisco, CA 94117

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Mill Valley, CA 94941

Aramark
2680 Palumbo Drive
Lexington, KY 40509

ASCAP
21678 Network Place
Chicago, IL 60673-1216

ASI Administrative
Solutions
PO BOX 5809
Fresno, CA 93755

Asia International, Inc.
851 Burlway Rd
Suite 306
Burlingame, CA 94010

Atlas Plumbing and
Rooter, Inc.
3311 Mission Street
Unit 165
San Francisco, CA 94110

Auto-Chlor System
PO Box 882823
San Francisco, CA 94188

Bay Edge, Inc.
1456 Fourth Street
Berkeley, CA 94710

Bedrock Wine Co
PO BOX 1826
Sonoma, CA 95476

1	Belcampo 65 Webster St. Oakland, CA 94607	Benjamin Barton 1551 Larimer St. #2701 Denver, CO 80202	Benton's Smoky Mountain Country Hams 2603 Highway 411 N Madisonville, TN 37354
2			
3			
4	Bi-Rite Market 3639 18th St. 550 Divisadero St. San Francisco, CA 94110	Biagio 857 Estabrook Street San Leandro, CA 94577-3439	Bio-Cide International 2650 Venture Dr. Norman, OK 73069
5			
6			
7	BiRite Attn: Judith Duppmann 123 S. Hill Drive Brisbane, CA 94005	Blue Bottle Coffee 300 Webster St Oakland, CA 94607	BN Ranch 3151 Regatta Blvd Richmond, CA 94804
8			
9			
10	Bodhi Restaurant LLC 497 Dolores St. #2 San Francisco, CA 94110	Brad Stephens 1896 Pacific Ave, #PH San Francisco, CA 94109	Branthill Holdings LLC 1824 Page Street San Francisco, CA 94117
11			
12			
13	Bret Okraski 4339 E Meadow Dr. Phoenix, AZ 85032	Brewers Supply Group PO Box 74769 Chicago, IL 60694-4769	Brian Ford 711 6th Street Petaluma, CA 94952
14			
15			
16	Brian May 2408 Hale Drive Burlingame, CA 94010	Bruce Tang 84 Whitney St. San Francisco, CA 94131	Carl Edward Olsen 1388 Haight Street San Francisco, CA 94117
17			
18			
19	Caroline Shin & Sean Pak 207 Beach Road Belvedere, CA 94920	Celebrator Beer News Po Box 844 Nevada City, CA 95959	Charles McDonald 894 Sunset Road Winnetka, IL 60093
20			
21			
22	Chefs Warehouse PO BOX 601154 Pasadena, CA 91189-1154	Chris Noe 2691 35th Ave. San Francisco, CA 94116	Chris Olinger 404 SE 78th Ave. Portland, OR 97215
23			
24			
25	Cleanscapes SF 2265 Revere Ave San Francisco, CA 94124	Cooks Company Produce 1942 Jerrold Ave San Francisco, CA 94124	CORPORATION SERVICE COMPANY, AS REPRESENTATIVE P.O. BOX 2576 Springfield, IL 62708
26			
27			
28			

Country Malt, division of
Great Western M
2488 Baumann Avenue
San Lorenzo, CA 94580

Ctuit, Inc.
773 San Marin Drive
Suite 2320
Novato, CA 94945

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DG Langley Farms
PO Box 557
Nicasio, CA 94946

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600 University Street
Seattle, WA 98101

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1325 Egbert Avenue
San Francisco, CA 94124

Eldorado Forklift Company
PO BOX 1163
San Carlos, CA 94070

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PO BOX 5149
Napa, CA 94581

Georgopoulos & Economidis
235 Montgomery St.
San Francisco, CA 94104

Goodlight Natural Candles
3150 18th Street Mailbox
#504
San Francisco, CA 94110

Green Air Supply, Inc.
216 Puyallup Ave
#111
Tacoma, WA 98421

Hobbs' Applewood
Smoked Meats
2777 Yulupa Ave
Santa Rosa, CA 95405

Hog Island Oyster Company
Hwy 1 Box 829
Marshall, CA 94940

Hops-Meister
PO Box 586
Corte Madera, CA 94976

Huntlittlefield
2565 Third Street
San Francisco, CA 94107

Integrity Air Systems
3466 Arden Road
Hayward, CA 94540

Intelligent Window Cleaning
2184 Sutter St. #304
San Francisco, CA 94115

Invisible Sentinel
3711 Market Street
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2291 Palou Ave.
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1900 S. State College Blvd
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Nancy Kong 170 Park Row, #22A New York, NY 10038	Navarro Vineyards Box 47 Philo, CA 95466	Nguyen Revita Urabe Partners, LLC 175 Bluxome St., Unit 128 San Francisco, CA 94107
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South San Francisco, CA
94080

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Selerum, Inc.
618 S. 8th Street
Richmond, CA 94804

Seltzer Sisters
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Redwood City, CA 94063-3005

Service Experts
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Daly City, CA 94014

SF Made
926 Howard Street
San Francisco, CA 94103

Sight Glass
270 7th Street
San Francisco, CA 94103

Sonoma County Poultry
PO BOX 140
Penngrove, CA 94951-0140

Southern Wine & Spirits
PO BOX 742313
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Novato, CA 94949

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San Diego, CA 92123

The Henry Wine Group
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The Other Brother
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San Francisco, CA 94117

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1200 7th Street
San Francisco, CA 94107

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Pittsburgh, PA 15250-7967

U.S. Pure Water Corp
20 Galli Drive
Novato, CA 94949

Uk Brewing Supplies
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Lancaster, PA 17606

UNION BANK, N.A.
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Urban Lab Design
1270 Nimitz Ave
Vallejo, CA 94592

V&C Foods
1736 Fitzgerald Ave
San Francisco, CA 94124

Vegiworks
2101 Jerrold Ave
San Francisco, CA 94124

Veritable Vegetable
1100 Cesar Chavez St
San Francisco, CA 94124-
1214

White Labs
9495 Candida St
San Diego, CA 92126

Wine Warehouse
PO BOX 45616
San Francisco, CA 94145

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LLC
25 DEERWOOD DRIVE
Buffalo, NY 14221

Ford Credit
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Omaha, NE 68154-8000

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Birite Restaurant Supply,
Inc.
Attn: Ken Newell
123 South Hill Drive
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Philadelphia, PA 19101-7346

Lynette C. Kelly
U.S. Office of the
U.S. Trustee
1301 Clay St.
Oakland, CA 94612

Magnolia Brewing Company, LLC
1398 Haight St.
San Francisco, CA 94117-2909

Magnolia Brewing Company, LLC
DBA Magnolia Pub & Brewery;
DBA Smokesta
McLean Breweries
1398 Haight St.
San Francisco, CA 94117-2909

Office of the U.S. Trustee/SF
Office of the U.S. Trustee
235 Pine St
Suite 700
San Francisco, CA 94104-2745

1 U.S. Attorney
2 Civil Division
3 450 Golden Gate Ave.
4 San Francisco, CA 94102-3661
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